

of any pleadings filed in these chapter 11 cases for a fee via PACER at: <http://www.vaeb.uscourts.gov> in accordance with the procedures and fees set forth therein.

Dated: January 28, 2021
Richmond, Virginia

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Exhibit A

Proposed Order

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Co-Counsel for the Reorganized Debtors

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:

GEMSTONE SOLUTIONS GROUP, INC., *et al.*,¹

Reorganized Debtors.

Chapter 11

Case No. 19-30258 (KLP)

(Jointly Administered)

STIPULATION AND CONSENT ORDER REGARDING CLAIMS OF THE LOUISIANA DEPARTMENT OF REVENUE

Gemstone Solutions Group, Inc. (“GSGI”) f/k/a Gymboree Group, Inc., Gemstone Solutions RS, LLC (“GRRS”) f/k/a Gymboree Retail Stores, LLC, and Gemstone Solutions Operations, Inc. (“GSOI” and, together with GSGI and GRRS, “Gemstone”) f/k/a Gymboree Operations, Inc., reorganized debtors in the above-captioned cases and the Louisiana Department of Revenue (“Louisiana Department of Revenue”, and, together with Gemstone, the “Parties”),

1 The Reorganized Debtors, along with the last four digits of each Reorganized Debtor's federal tax identification number, are: Gemstone Solutions Group, Inc. f/k/a Gymboree Group, Inc. (6587); Gemstone Solutions Intermediate Corporation f/k/a Gymboree Intermediate Corporation (1473); Gemstone Solutions Holding Corporation f/k/a Gymboree Holding Corporation (0315); Gemstone Solutions Wholesale, Inc. f/k/a Gymboree Wholesale, Inc. (6588); Gemstone Solutions Mark, Inc. f/k/a Gym-Mark, Inc. (6459); Gemstone Solutions Operations, Inc. f/k/a Gymboree Operations, Inc. (6463); Gemstone Solutions Distribution, Inc. f/k/a Gymboree Distribution, Inc. (8669); Gemstone Solutions Manufacturing, Inc. f/k/a Gymboree Manufacturing, Inc. (6464); Gemstone Solutions RS, LLC f/k/a Gymboree Retail Stores, LLC (6461); Gemstone Solutions Card, LLC f/k/a Gym-Card, LLC (5720); and Gemstone Solutions PR, LLC f/k/a Gymboree Island, LLC (1215). The Reorganized Debtors' service address is P.O. Box 192976, San Francisco, California 94119.

each by counsel, hereby enter into this stipulation (this “Stipulation”), and stipulate and agree as follows:

RECITALS

WHEREAS, on January 16, 2019, Gemstone and its affiliated reorganized debtors (collectively, the “Reorganized Debtors”) filed for bankruptcy protection under chapter 11 in the United States Bankruptcy Court for the Eastern District of Virginia (the “Bankruptcy Court”);

WHEREAS, on the dates set forth in **Schedule 1**, the Louisiana Department of Revenue filed a number of proofs of claim, which asserted administrative, priority and/or general unsecured claims each as set forth in **Schedule 1** (the “Asserted Claims”);

WHEREAS, on March 4, 2019, the Bankruptcy Court entered the *Order (I) Approving the Sale of Certain Gymboree and Crazy 8 Assets Free and Clear of Liens, Claims, Interests and Encumbrances and (II) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection Therewith; and (III) Granting Related Relief* [Docket No. 487], which, among other things, authorized the sale of certain intellectual property (including the Gymboree name), required the Debtors to cease usage of the such intellectual property, and required the Reorganized Debtors to change the caption of the chapter 11 cases;

WHEREAS, on August 9, 2019, the Bankruptcy Court entered the *Order Approving Omnibus Relief in Aid of Administration of Post-Sale Residual Estates, Including Claim Settlement Procedures and Remaining Employee Severance Plan* [Docket No. 957], authorizing the Clerk of the Bankruptcy Court to update the ECF filing system and records to reflect the changes of the Reorganized Debtors respective corporate names.

WHEREAS, on December 23, 2020, the Reorganized Debtors filed the *Debtors’ Eighteenth Omnibus Objection to Certain Misclassified Priority and Administrative Priority*

Claims [Docket No. 1912] (the “Objection”), in which the Debtors objected to Claim 3635 and Claim 3636; and

WHEREAS, on December 23, 2020, the Reorganized Debtors filed the *Notice of Satisfaction of Claim* [Docket No. 1914] (the “Docket 1914 Notice of Satisfaction”), in which the Debtors notified the Louisiana Department of Revenue that Claim 266, Claim 269, Claim 3637, and Claim 3638 had been satisfied; and

WHEREAS, on December 23, 2020, the Reorganized Debtors filed the *Notice of Satisfaction of Claim* [Docket No. 1915] (the “Docket 1915 Notice of Satisfaction” and, together with the Docket 1914 Notice of Satisfaction, the “Satisfaction Notices”), in which the Debtors notified the Louisiana Department of Revenue that Claim 268 and Claim 2736 had been satisfied; and

WHEREAS, the Reorganized Debtors and the Louisiana Department of Revenue now wish to settle the issues presented in the Objection and Satisfaction Notices with respect to the Asserted Claims.

SETTLEMENT

NOW THEREFORE, IN CONSIDERATION OF THE MUTUAL PROMISES CONTAINED HEREIN, AND FOR GOOD AND VALUABLE CONSIDERATION, THE RECEIPT AND SUFFICIENCY OF WHICH IS HEREBY ACKNOWLEDGED, IT IS HEREBY STIPULATED AND AGREED, BY AND BETWEEN THE PARTIES, THAT:

1. The recitals set forth above are incorporated herein by this reference as though set forth herein at length.
2. Based upon the Louisiana Department of Revenue’s receipt and review of the Reorganized Debtors’ tax returns and the orders entered by the Bankruptcy Court and referenced herein, the Debtors and the Louisiana Department of Revenue agree that the Asserted Claims shall

be resolved in the manner set forth in **Schedule 1** (the “Stipulated Manner of Claim Resolution”) in full and final satisfaction of the Asserted Claims.

3. The Clerk of the Court and the Claims and Noticing Agent are hereby authorized to reflect the Stipulated Manner of Claim Resolution on the docket and claims register for the above-reference case or any affiliated case of a Reorganized Debtors (whether or not such case has been closed).

4. Nothing contained herein shall be deemed a waiver of the right of the Reorganized Debtors to object to any claim other than those set forth on Schedule 1 (whether asserted by the Louisiana Department of Revenue or any other party).

5. No modification or amendment of this Stipulation shall be valid unless it is in writing and signed by the Parties.

6. This Stipulation may be executed in one or more counterparts, by .pdf or other electronic transmission, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

7. This Stipulation and Consent Order shall be effective and binding on the Parties and all parties in interest once signed by the Parties and so-ordered by the Bankruptcy Court.

8. In the event of any dispute with respect to the subject matter of this Stipulation, the Parties agree that the Bankruptcy Court will have exclusive jurisdiction to resolve such dispute.

IN WITNESS WHEREOF and in agreement herewith, by and through the undersigned, the Parties have executed and delivered this Stipulation as of the date first set forth below.

Dated: January 27, 2021

**GEMSTONE SOLUTIONS GROUP, INC.
REORGANIZED DEBTORS**

By: /s/ Brian H. Richardson

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Peter J. Barrett, Esq. (VA 46179)

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Co-Counsel for the Reorganized Debtors

LOUISIANA DEPARTMENT OF REVENUE

By: /s/ Florence Bonaccorso-Saenz

Name: Florence Bonaccorso-Saenz

Title: Senior Bankruptcy Counsel

SO ORDERED

Dated:
Richmond, Virginia

HONORABLE KEITH L. PHILLIPS
UNITED STATES BANKRUPTCY JUDGE

CERTIFICATION OF ENDORSEMENT
UNDER LOCAL BANKRUPTCY RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Brian H. Richardson

Schedule 1

ASSERTED CLAIMS					
Proof of Claim Number	Date Filed	Debtor	Asserted Administrative or Priority Amount	Subject to Reorganized Debtors' Objection or Satisfaction Notices	Stipulated Manner of Claim Resolution
3635	4/28/2020	Gemstone Solutions Operations, Inc.	\$5,603.25	Objection	Withdrawn by Louisiana Department of Revenue on 11/16/20 – Claims register to be updated to reflect the same.
3636	4/28/2020	Gemstone Solutions RS, LLC	\$1,100.00	Objection	Agreed to be expunged. Claims register to be updated to reflect the same.
266	2/20/2019	Gemstone Solutions Operations, Inc.	\$679.16	Docket 1914 Notice of Satisfaction	Claim has been satisfied. Claims register to be updated to reflect the same.
269	2/20/2019	Gemstone Solutions Group, Inc.	\$1,584.10	Docket 1914 Notice of Satisfaction	Claim has been satisfied. Claims register to be updated to reflect the same.
3637	4/28/2020	Gemstone Solutions Group, Inc.	\$283.67	Docket 1914 Notice of Satisfaction	Claim has been satisfied. Claims register to be updated to reflect the same.
3638	4/28/2020	Gemstone Solutions Operations, Inc.	\$13.16	Docket 1914 Notice of Satisfaction	Claim has been satisfied. Claims register to be updated to reflect the same.
268	2/20/2019	Gemstone Solutions RS, LLC	\$890.00	Docket 1915 Notice of Satisfaction	Withdrawn by Louisiana Department of Revenue on 4/13/20 – Claims register to be updated to reflect the same.
2736	4/16/2019	Gemstone Solutions Operations, LLC	\$1,163.00	Docket 1915 Notice of Satisfaction	Agreed to be expunged. Claims register to be updated to reflect the same.